FORM D

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

JUN

OMB APPROVAL 3235-0076 Number May 31, 2005

SEC USE ONLY

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Expire

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D

SECTION 4(6), AND/OR

DATE RECEIVED

UNIFORM LIMITED OFFERING EXEM	PTIÔN
Name of Offering (check if this is an amendment and name has changed, and indicate change.)	
Private Placement of Commercial Paper Notes* Maturity of 365 days or less	
Filing Under (Check box(es) that apply): ☐ Rule 504 ☐ Rule 505 ☐ Rule Type of Filing: ☐ New Filing ☐ Amendment	506 Section 4(6) ULOE
A. BASIC IDENTIFICATION DATA	
Enter the information requested about the issuer	
Name of Issuer (check if this is an amendment and name has changed, and indicate change.)	
Adolph Coors Company	
Address of Executive Offices (Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code)
311 Tenth Street, Golden, Colorado 80401-0030	303-279-6565
Address of Principal Business Operations (Number and Street, City, State, Zip Code) (if different from Executive Offices)	Telephone Number (Including Area Code)
Brief Description of Business	<u> </u>
Adolph Coors Company is the parent company of Coors Brewing Company, one of	the largest producers of beer in the United
States based on volume and revenues.	
Type of Business Organization	-ACET
	other (please specify):
business trust limited partnership, to be formed	limited liability company
Actual or Estimated Date of Incorporation or Organization: Month Year	other (please specify): limited liability company Actual
Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for CN for Canada: FN for other foreign jurisdiction)	CO FINANCIAL

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et sea, or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION-

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

SEC 1972 (6-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

1 of 8

These commercial paper notes (the "Notes") issued by Coors Brewing Company, Adolph Coors Company guaranteed the Notes. Th Form D is being filed out of an abundance of caution.



A. BASIC IDENTIFICATION DATA 2. Enter the information requested for the following: • Each promoter of the issuer, if the issuer has been organized within the past five years; • Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer: Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and · Each general and managing partner of partnership issuers. Check Box(es) that Apply: ☐ Beneficial Owner General and/or ☐ Promoter □ Director Managing Partner Full Name (Last name first, if individual) Coors, Peter H. Business or Residence Address (Number and Street, City, State, Zip Code) 311 Tenth Street, Golden, CO 80401-0030 Check Box(es) that Apply: Promoter ☐ Beneficial Owner Executive Officer □ Director General and/or Managing Partner Full Name (Last name first, if individual) Kiely, W. Leo III Business or Residence Address (Number and Street, City, State, Zip Code) 311 Tenth Street, Golden, CO 80401-0030 Check Box(es) that Apply: Promoter ☐ Beneficial Owner Executive Officer ☐ Director ☐ General and/or Managing Partner Full Name (Last name first, if individual) Barnes, David G. Business or Residence Address (Number and Street, City, State, Zip Code) 311 Tenth Street, Golden, CO 80401-0030 Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Director ☐ General and/or Managing Partner Full Name (Last name first, if individual) Gannon, Michael J. Business or Residence Address (Number and Street, City, State, Zip Code) 311 Tenth Street, Golden, CO 80401-0030 ☐ General and/or Check Box(es) that Apply: Executive Officer Promoter ☐ Beneficial Owner ☐ Director Managing Partner Full Name (Last name first, if individual) Reese, Robert M. Business or Residence Address (Number and Street, City, State, Zip Code) 311 Tenth Street, Golden, CO 80401-0030 Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Director General and/or Managing Partner Full Name (Last name first, if individual) Tryggestad, Ronald A. Business or Residence Address (Number and Street, City, State, Zip Code) 311 Tenth Street, Golden, CO 80401-0030 ☐ Director General and/or Check Box(es) that Apply: Promoter ☐ Beneficial Owner Executive Officer Managing Partner Full Name (Last name first, if individual) Wolf, Timothy V. Business or Residence Address (Number and Street, City, State, Zip Code) 311 Tenth Street, Golden, CO 80401-0030 Continued on page 2a

The following Executive Officers and Directors have an address at 311 Tenth Street, Golden Colorado 80401-0030

Executive Officers:

Klugman, Robert D. Kendall, Peter M.R. Swan, Mara E. Menogan, Annita M.

Directors:

Herrington, Charles M. Hobbs, Franklin W. IV Patsley, Pamela H. Sanders, Wayne R. Yates, Albert C.

	******	****		В.	INFORMA	TION ABO	OUT OFFEI	RING*				
							 				Yes	No
1. Has	the issuer s	sold, or doe							-	•••••	🗆	\boxtimes
			Д	inswer also	in Append	dix, Colum	n 2, if filin	g under UL	.OE.			
2. What is the minimum investment that will be accepted from any individual?												
3. Does the offering permit joint ownership of a single unit?										No		
comi offer and/	mission or ring. If a p or with a st	similar ren erson to be tate or state	nuneration listed is ares, list the n	for solicita associated ame of the	tion of pur d person or broker or	chasers in agent of a dealer. If n	be paid or connection broker or or nore than fi information	with sales lealer regis ve (5) pers	of securitie tered with ons to be li	the SEC sted are		
		ame first, i nk Securit		1)								
		ence Addre	•		et, City, Sta	te, Zip Co	de)					
		ed Broker o	<u></u>	-								
		k Securities										
					ends to Sol				*************		🖂 Al	l States
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT] [RI]	[NE] [SC]	[NV] [SD]	[NH] [TN]	[NJ] [TX]	[NM] [UT]	[NY] [VT]	[NC] [VA]	[ND] [WA]	[OH] [WV]	[OK] [WI]	[OR] [WY]	[PA] [PR]
		ame first, i					[]		£ J	L J		
	•	apital Mar		-, 								
		ence Addre Plaza, Chi	-		et, City, Sta	te, Zip Co	de)					
Name o	f Associate	ed Broker of	or Dealer									
States in	n Which Pe	erson Liste	d Has Solid		ends to Sol						<u>.</u>	
											_	l States
										[GA]		[ID]
[IL] [MT]	[IN] [NE]	[IA] [NV]	[KS] [NH]	[KY] [NJ]	[LA] [NM]	[ME] [NY]	[MD] [NC]	[MA] [ND]	[MI] [OH]	[MN] [OK]	[MS] [OR]	[MO] [PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]
Full Na	me (Last n	ame first, i	f individua	1)								
Busines	s or Reside	ence Addre	ss (Numbe	r and Stree	et, City, Sta	te, Zip Co	de)		- .			
Name o	f Associate	ed Broker o	or Dealer									
					ends to Sol						🔲 Al	l States
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT] [RI]	[NE]	[NV]	[NH] [TN]	[NJ] [TY]	[NM]	[NY]	[NC] [VA]	[ND] [WA]	[OH] [WV]	[OK] [WI]	[OR] [WY]	[PA] [PR]
[KI]	[SC]	[SD]	[114]	[TX]	· [UT]	[VT]	[vA]	[WA]	[** *]	[[AA 1]	[1 14]	[LK]

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

Adolph Coors Company guaranteed the Notes issued and did not receive any proceeds from the sale of any Notes.

	C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE O	F PROCEED:	s*	
1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box \(\square\) and indicate in the columns below the amounts of the securities offered for exchange and already exchanged			
	Type of Security	Aggregat Offering Pr		Amount Already Sold
	Debt	\$ 500,000,00	0	\$ 300,000,000
	Equity	\$-0-		\$-0-
	Common Preferred			
	Convertible Securities (including warrants)	\$-0-		\$-0-
	Partnership Interests	\$-0-		\$-0-
	Other (Specify) limited liability company interests	\$-0		\$-0-
	Total	\$ 500,000,00	0	\$ 300,000,000
	Answer also in Appendix, Column 3, if filing under ULOE.			
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."	Number Investors		Aggregate Dollar Amount of Purchases
	Accredited Investors			\$
	Non-accredited Investors	-0-		\$-0-
	Total (for filings under Rule 504 only)			\$
	Answer also in Appendix, Column 4, if filing under ULOE.			
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C – Question 1.			
	Type of Offering	Type of Security		Dollar Amount Sold
	Rule 505	_		\$
	Regulation A			\$
	Rule 504			\$
	Total			<u> </u>
4.	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.			
	Transfer Agent's Fees		\boxtimes	\$-0-
	Printing and Engraving Costs		\boxtimes	\$-0-
	Legal Fees		\boxtimes	\$ 30,000
	Accounting Fees		\boxtimes	\$-0-
	Engineering Fees			\$ 250,000
	Sales Commission (specify finders' fees separately)			\$
	Other Expenses (identify)			\$
	Total		\boxtimes	\$ 280,000

Adolph Coors Company guaranteed the Notes issued and did not receive any proceeds from the sale of any Notes.

	C. OFFERING I	PRICE, NUMBER OF INVESTORS, EXPENSES A	AND USE OF	PROCEEDS*	<u> </u>				
b.	b. Enter the difference between the aggregate offering price given in response to Part C – Question 1 and total expenses furnished in response to Part C – Question 4.a. This difference is the "adjusted gross proceeds to the issuer."								
5.	each of the purposes shown. If the check the box to the left of the estin	djusted proceeds to the issuer used or proposed to amount for any purpose is not known, furnish an mate. The total of the payments listed must equal h in response to Part C – Question 4.b above.	estimate an	d					
				Payments to Officers, Directors & Affiliates	Payments To Others				
	Salaries and fees			\$	<u> </u>				
	Purchase of real estate			\$	<u> \$-</u>				
	Purchase, rental or leasing and	installation of machinery and equipment		\$					
		t buildings and facilities							
	offering that may be used in ex	(including the value of securities involved in the change for the assets or securities of another issu	ier	\$-					
	Working capital			<u> </u>					
					□ \$				
				\$	<u> </u>				
	Total Payments Listed (column								
		D. FEDERAL SIGNATURE	 						
The	issuer has duly caused this notice to	b be signed by the undersigned duly authorized p		s notice is filed u	nder Rule 505, the				
follo	owing signature constitutes an under	taking by the issuer to furnish to the U.S. Securi ished by the issuer to any non-accredited investor	ties and Exc	hange Commissi	on, upon written				
Issu	er (Print or Type)	Signature		Date					
Ado	lph Coors Company	Unite the liver for	~	June 18, 2003					
Nan	ne of Signer (Print or Type)	Title of Signer (Print or Type)							
Ann	ita M. Menogan	Secretary							
					·				

ATTENTION-

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

Adolph Coors Company guaranteed the Notes issued and did not receive any proceeds from the sale of any Notes.

1		
	E. STATE SIGNATURE	
	presently subject to any of the disqualification provis	
	See Appendix, Column 5, for state response.	
2. The undersigned issuer hereby undertakes Form D (17 CFR 239.500) at such times a	s to furnish to any state administrator of any state in was required by state law.	hich this notice is filed, a notice on
3. The undersigned issuer hereby undertake issuer to offerees.	es to furnish to the state administrators, upon written	request, information furnished by the
Limited Offering Exemption (ULOE) of	e issuer is familiar with the conditions that must be sat the state in which this notice is filed and understands ishing that these conditions have been satisfied.	
The issuer has read this notification and known undersigned duly authorized person.	ows the contents to be true and has duly caused this n	otice to be signed on its behalf by the
Issuer (Print or Type)	Signature	Date
Adolph Coors Company	Knowth menge	June 18, 2003
Name (Print or Type)	Title (Print or Type)	
Annita M. Menagan	Secretary	

APPENDIX

1		2	3			4		Ţ <u>.</u>	5
	Intend to non-a investor	to sell ccredited s in State -Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)	Type of investor and amount purchased in State (Part C-Item 2)			Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)		
				Number of Accredited		Number of Non-Accredited			
State	Yes	No ⊠	N/A	Investors -0-	Amount -0-	Investors	Amount -0-	Yes	No
			N/A	-0-	-0-	-0-	-0-	-	
AK						-			
AZ		\boxtimes	N/A	-0-	-0-	-0-	-0-		⊠
AR		Ø	N/A	-0-	-0-	-0-	-0-		☒
CA		⊠	Debt	2	\$25,000,000	-0-	-0-		☒
СО	. 🗆	⊠	N/A	-0-	-0-	-0-	-0-		☒
СТ		⊠	Debt	3	\$90,000,000	-0-	-0-		⊠
DE		⊠	N/A	-0-	-0-	-0-	-0-		⊠
DC		⋈	N/A	-0-	-0-	-0-	-0-		\boxtimes
FL		\boxtimes	N/A	-0-	-0-	-0-	-0-		⊠
GA		⊠	N/A	-0-	-0-	-0-	-0-		Ø
НІ		⊠	N/A	-0-	-0-	-0-	-0-		×
ID		⊠	N/A	-0-	-0-	-0-	-0-		\boxtimes
IL		⋈	Debt	4	\$58,529,000	-0-	-0-		
IN		\boxtimes	N/A	-0-	-0-	-0-	-0-		⊠
IA		\boxtimes	N/A	-0-	-0-	-0-	-0-		
KS		⊠	N/A	-0-	-0-	-0-	-0-		
KY			N/A	-0-	-0-	-0-	-0-		
LA		\boxtimes	N/A	-0-	-0-	-0-	-0-		
ME		Ø	N/A	-0-	-0-	-0-	-0-		
MD		\boxtimes	N/A	-0-	-0-	-0-	-0-		\boxtimes
MA		\boxtimes	N/A	-0-	-0-	-0-	-0-		Ø
MI		\boxtimes	Debt	1	\$25,000,000	-0-	-0-		\boxtimes
MN		\boxtimes	Debt	1	\$3,000,000	-0-	-0-		\boxtimes
MS		\boxtimes	N/A	-0-	-0-	-0-	-0-		 ⊠
МО		\boxtimes	N/A	-0-	-0-	-0-	-0-		\boxtimes
МТ		\boxtimes	N/A	-0-	-0-	-0-	-0-		\boxtimes
NE		\boxtimes	N/A	-0-	-0-	-0-	-0-		\boxtimes
					<u> </u>	<u> </u>			

APPENDIX

1		2	3	4				5 Disqualification	
		ccredited s in State	Type of security and aggregate offering price offered in state (Part C-Item 1)	Type of investor and amount purchased in State (Part C-Item 2)			Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)		
				Number of Accredited		Number of Non-Accredited			
State	Yes	No		Investors	Amount	Investors	Amount	Yes	No
NV		☒	N/A	-0-	-0-	-0-	-0-		Ø
NH		⊠	N/A	-0-	-0-	-0-	-0-		Ø
NJ		⋈	N/A	1	\$53,471,000	-0-	-0-		Ø
NM		Ø	N/A	-0-	-0-	-0-	-0-		Ø
NY		Ø	Debt	2	\$45,000,000	-0-	-0-		⊠
NC		⊠	N/A	-0-	-0-	-0-	-0-		⊠
ND		⋈	N/A	-0-	-0-	-0-	-0-		⋈
ОН		\boxtimes	N/A	-0-	-0-	-0-	-0-		⋈
ОК		\boxtimes	N/A	-0-	-0-	-0-	-0-		☒
OR		⊠	N/A	-0-	-0-	-0-	-0-		Ø
PA		⋈	N/A	-0-	-0-	-0-	-0-		⋈
RI		\boxtimes	N/A	-0-	-0-	-0-	-0-		⋈
SC		⊠	N/A	-0-	-0-	-0-	-0-		×
SD		Ø	N/A	-0-	-0-	-0-	-0-		⊠
TN		Ø	N/A	-0-	-0-	-0-	-0-		⊠
TX		⊠	N/A	-0-	-0-	-0-	-0-		Ø
UT		⊠	N/A	-0-	-0-	-0-	-0-		Ø
VT		Ø	N/A	-0-	-0-	-0-	-0-		Ø
VA		Ø	N/A	-0-	-0-	-0-	-0-		Ø
WA		×	N/A	0-	-0-	-0-	-0	- C	Ø
wv	D	Ø	N/A	-0-	-0-	-0-	-0-		Ø
WI		⊠	N/A	-0-	-0-	-0-	-0-		Ø
WY		Ø	N/A	-0-	-0-	-0-	-0-		Ø
PR		×	N/A	-0-	-0-	-0-	-0-		Ø